



BellSouth Telecommunications, Inc.
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REC'D TN
REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY
November 20, 2001

Guy M. Hicks
General Counsel

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VIA HAND DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: *Docket to Determine the Compliance of BellSouth Telecommunications, Inc.'s
Operations Support Systems with State and Federal Regulations*
Docket No. 01-00362

Dear Mr. Waddell:

Enclosed are original and thirteen copies of BellSouth's Affidavit of Confidentiality.
Copies of the enclosed have been provided to counsel of record.

Very truly yours,

Guy M. Hicks

GMH/jej

Enclosure

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In Re: *Docket to Determine the Compliance of BellSouth Telecommunications, Inc.'s
Operations Support Systems with State and Federal Regulations*

Docket No. 01-00362

BELLSOUTH'S AFFIDAVIT OF CONFIDENTIALITY

1. At the November 8, 2001, Prehearing Conference, the Hearing Officer ordered PricewaterhouseCoopers to file a second Affidavit of Confidentiality certifying that the documents produced under protective agreement were, in fact, confidential. While the Hearing Officer did not order BellSouth to make such a filing, BellSouth hereby provides this Affidavit, out of an abundance of caution.

2. During the course of this proceeding, BellSouth has filed thousands of pages of documents, many of which are BellSouth proprietary and confidential documents. AT&T has not raised any specific challenges to BellSouth's designation, and thus there is no issue concerning any BellSouth documents before the Authority.

3. For the Authority's information, the following is a brief description of the categories of documents BellSouth has produced under protective seal and a summary of the reasons why each category of documents is proprietary:

POD 1, 3, 5, 9-10, 12-15, 27, 33, 36, 45, 49:	Documents regarding the Georgia Third Party Test exchanged with KPMG.
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These documents reflect confidential contract negotiations between BellSouth and KPMG, including the amount of compensation paid to KPMG. BellSouth considers negotiations with its vendors confidential and information that it would not share with competitors. In addition, these documents contain confidential information about BellSouth's systems and processes that are not shared with competitors in the ordinary course of business and are considered proprietary to BellSouth.

POD 21 : Documents regarding internal Audit

BellSouth produced system outage logs that reflect the internal operation of its systems. BellSouth considers this information confidential and proprietary and would not share it with competitors.

POD 37: Account Team Procedures; Training Documents; Job Aids

These documents contain BellSouth's proprietary methods and procedures for its Account Teams and other personnel. These methods reflect the ways in which BellSouth conducts its business.

POD 38, 39, 42: PwC Workpapers

Certain of the documents provided to PwC by BellSouth for purposes of the Attestation are BellSouth proprietary documents. They involve confidential business information of BellSouth as well as LSRs submitted by CLECs to BellSouth.

POD 43, 47, 48, 54: Documents on OSS Replacement

These documents set forth BellSouth's proprietary replacement plans for its internal OSS. This is not information that BellSouth shares with its competitors as it evidences BellSouth's plans for changing the systems via which BellSouth conducts its business.

POD 46, 50-53: Internal performance reports and force models

These documents reflect the performance of BellSouth's internal work groups including wholesale and retail. These documents reflect how BellSouth conducts its business, and the means by which BellSouth measures its performance internally. These documents also reflect the means by which BellSouth staffs its centers to serve its customers. BellSouth would not share this information with its competitors.

4. BellSouth hereby certifies that the documents that were produced as confidential should be maintained as confidential pursuant to both the Protective Order and the Protective Agreement executed by the parties in this proceeding.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

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CERTIFICATE OF SERVICE

I hereby certify that on November 20, 2001, a copy of the foregoing document was served on counsel for known parties, via the method indicated, addressed as follows:

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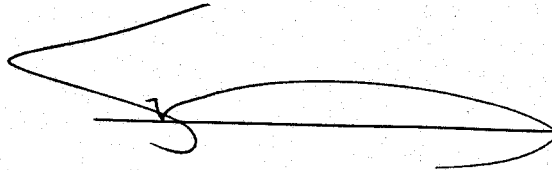
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A handwritten signature in black ink, appearing to read "Jack Robinson", with a long horizontal flourish extending to the right.